

2941912


Office of the Secretary of State/Corporations Division **Form**
Not for Profit Articles of Incorporation **CN**

I, the undersigned incorporator, hereby form and establish a corporation NOT for profit under the laws of the State of Kansas.

Article One: Name of the corporation:

Allen County Hospital Foundation

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Article Two: Address of registered office in Kansas – 101 S. 1st, Iola, Kansas 66749

Name of resident agent at above address – Bill May

Article Three: The Corporation is organized and shall be operated exclusively for charitable, scientific, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of, one or more qualified organizations described herein (such organization or organizations shall hereafter be referred to as the “qualified organization”). The qualified organization shall be a publicly-supported organization whose purposes include provision or delivery of primary health services within Allen County, Kansas (hereinafter the “Publicly-Supported Organization”). An organization is a “qualified organization” for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) (hereinafter the “Code”). If any Publicly-Supported Organization that is supported by the Corporation ceases to be a qualified organization, such Publicly-Supported Organization shall no longer be a member of the Corporation and shall no longer be entitled to receive support from the Corporation. If the Publicly-Supported Organization which controls the Corporation ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. The purposes of the Corporation shall include, among others, the receiving of contributions and making of distributions to qualified organizations, and particularly the following specific charitable, scientific, educational and religious purposes and objects, to wit:

- (a) the solicitation, receiving, holding, investing, administering and disbursing of donated funds and any and all types of donated real and personal property;
- (b) fund raising of any and all types including the sponsorship of special events and activities of every kind;

- (c) financial assistance, sponsorship, operation, or funding of projects and programs to support or to enhance the provision or delivery of primary health services for the area in and around Allen County, Kansas (the "Service Area");
- (d) financial assistance, sponsorship, operation or funding of projects and programs to address the primary health care needs of the Service Area which shall include, but not be limited to the acquisition of real and personal property, facilities or equipment;
- (e) the conduct and sponsorship of public education health care awareness programs in the Service Area; and
- (f) financial assistance, sponsorship and encouragement of individuals pursuing an education in health care careers and other health care programs who desire to perform health care services within the Service Area.

The initial qualified organization supported by the Corporation and the initial member of the Corporation shall be Health Midwest Development Group d/b/a Allen County Hospital which is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code.

Article Four: Will this corporation have authority to issue capital stock? Yes ___ No X
If yes, the total number of shares that this corporation shall be authorized to issue is as follows:
_____ shares of _____ stock, class _____ par value of _____ dollars each.

If applicable, state any designations, powers, preferences, rights, qualifications, limitations or restrictions applicable to any class of stock or any special grant of authority to be given to the board of directors -

- (1) Directors may be removed with or without cause by the members only. The board of directors will have no power to remove directors.
- (2) If the office of any director becomes vacant by reason of death, resignation, removal or any other reason, the vacancy shall be filled by the members. The board of directors will have no power to fill vacancies.
- (3) Any amendment to these articles shall not be valid until approved by the members. Any adoption, amendment or repeal of the bylaws shall not be valid until approved by the members.
- (4) The number of directors will be established by the bylaws.
- (5) It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall have all the powers conferred by the Kansas General Corporation Code, except that the

Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a Corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or as contributions to which are deductible under Section 170(c)(2) of the Code.

- (6) Notwithstanding any other provision of these Articles, if this Corporation shall become a private foundation as defined in Section 509 of the Code, during the period it is such a private foundation, the Corporation:
- (a) shall not engage in any act of self-dealing as defined in Section 4941(d) thereof;
 - (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 thereof;
 - (c) shall not retain any excess business holdings as defined in Section 4943(c) thereof;
 - (d) shall not make any investment in such manner as to subject it to tax under Section 4944 thereof; and
 - (e) shall not make any taxable expenditures as defined in Section 4945(d) thereof.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members (unless such members are qualified organizations), its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall not operate for the purpose of carrying on a trade or business for profit.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific, educational or religious purposes to the Publicly-Supported Organization this Corporation is controlled by during the year it is dissolved, or to a philanthropic fund which comprises a part of said Publicly-Supported Organization. If such organization is not a qualified organization, the assets of the Corporation shall be distributed to such qualified organization or organizations which are (i) organized and operated for the purposes described above and/or (ii) supported by the Publicly-Supported Organization, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the District Court in the county in which the principal office of the

Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said Court shall determine.

Article Five: Are conditions of membership to be fixed by the by-laws? Yes X No ____
If no, state conditions of membership _____

Article Six: Name and mailing address of each incorporator is: Douglas K. Anning, 5612 Belinder, Fairway, Kansas, 66205.

Article Seven: Name and mailing address of each person who is to serve as a director until the first annual meeting of the members or until a successor is elected and qualified is:

Bob Talkington	20 W. Buchanan, Iola, Kansas 66749
Fred Apt	810 Meadowbrook Rd., Iola, Kansas 66749
Karen Gilpin	502 E. Madison, Iola, Kansas 66749
Bill Shirley	317 Canary, Iola, Kansas 66749
Gary Parker	2880 Idaho Rd., LaHarpe, Kansas 66751
Eunice Zahn	410 N. Second, Iola, Kansas 66749
Dr. Frank Porter	112 E. Broad St., Colony, Kansas 66015
Mary Ann Patterson	RR 3, Iola, Kansas 66749
Alberta Searcy	14 Goldenrod Lane, Iola, Kansas 66749
David Broyles	608 1100 St., Humboldt, Kansas 66748

Article Eight: Is this corporation to exist perpetually? Yes X No ____

If no, the term for which this corporation is to exist _____

In testimony whereof, I have hereunto subscribed my name the 31 day of October, 2000

(Signature must correspond exactly to the names of the incorporator listed in Article Six.)


Douglas K. Anning

Submit document in duplicate with \$20 filing fee to:
Corporations Division, Office of the Secretary of State,
First Floor, Memorial Hall, 120 S.W. 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564